

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL EXHIBITS TO THE COMMITTEE'S
MOTION FOR AN ORDER AUTHORIZING IT TO PROSECUTE CLAIMS
AND DEFENSES AGAINST GENERAL MOTORS CORPORATION AND
CERTAIN FORMER OFFICERS OF THE DEBTORS**

Upon the *ex parte* motion, dated July 27, 2006 (the "Motion to Seal"), of the Official Committee of Unsecured Creditors (the "Committee") for an order, pursuant to section 107(b) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Committee to file under seal, the demand letter (the "Demand Letter") and the complaint (the "Complaint"), both of which are exhibits to the Committee's motion (the "Motion for Authority") for an order authorizing it to prosecute the Debtors' claims and defenses against General Motors Corporation and certain former officers of the Debtors;¹ and upon the affidavit in support of the Motion to Seal filed by Mark A. Broude (the "Broude Affidavit"); and the Court having jurisdiction over the subject matter of the Motion to Seal and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the standing order of referral of cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion to Seal and the relief requested therein being is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 29 U.S.C. §§ 1408 and 1409;

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

and it appearing that no notice of the Motion to Seal need be provided; and the Court having found that (a) the legal and factual bases set forth in the Motion to Seal establish cause for the relief granted herein; and (b) the Demand Letter and the Complaint contain sensitive and confidential information of the type that is protected by section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, and disclosure of this information could result in harm to the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that, pursuant to section 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018, and General Order M-242, the Committee is authorized to file under seal and the Clerk of the Court for the United States Bankruptcy Court for the Southern District of New York is directed to accept for filing under seal the Demand Letter and the Complaint (together, the “Sealed Exhibits”); and it is further

ORDERED that the Sealed Exhibits (and any information derived from the Confidential Information set forth in any of these documents) shall remain confidential, be filed under seal, and may not be unsealed unless and until permitted by further order of this Court; and it is further

ORDERED that Motion for Authority and the Sealed Exhibits shall be served upon, (a) the Court; (b) the Office of the United States Trustee; (c) counsel to the Debtors; and (d) such other parties as ordered by this Court (the “Unredacted Service Parties”); and it is further

ORDERED that the Unredacted Service Parties shall not disclose or share the information in the Sealed Exhibits with any other person or entity and shall keep such information confidential; and it is further

ORDERED that the Committee shall file a redacted copy of the Motion for Authority that does not include the Sealed Exhibits with the Court in accordance with General Order #242 of this Court and serve such in accordance with this case management order for these jointly administered cases; and it is further

ORDERED that the requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Committee file a memorandum of law in support of the Motion to Seal is hereby waived; and it is further

ORDERED that this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: New York, New York
July 27, 2006

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE